

The name of the Association is NATURE RESERVES PRESERVATION GROUP INCORPORATED

1. Definitions

- a. Act – The Associations Incorporation Act 2015;
- b. Nature Reserves Preservation Group Incorporated, hereinafter referred to as the ‘NRPG’;
- c. Executive Committee –The Committee formed from Office Bearers and between 1 and 5 ordinary members voted in at each Annual General Meeting with overall responsibility for day-to-day management and operations of the NATURE RESERVES PRESERVATION GROUP INCORPORATED;
- d. General Meeting of the NATURE RESERVES PRESERVATION GROUP INCORPORATED, means a meeting of the NATURE RESERVES PRESERVATION GROUP INCORPORATED that all members are entitled to receive notice of and to attend eg AGMs and Special General Meetings;
- e. Special General Meeting means a general meeting of the NATURE RESERVES PRESERVATION GROUP INCORPORATED other than the Annual General Meeting.

2. Objectives of the NATURE RESERVES PRESERVATION GROUP INCORPORATED

The objectives for which the NATURE RESERVES PRESERVATION GROUP INCORPORATED is established are to:

- a. Promote the preservation and restoration of nature reserves within the City of Kalamunda;
- b. Provide a forum for the expression of concern on the environment and lifestyle within the City of Kalamunda;
- c. Support any bodies or associations having similar aims and concerns;
- d. Actively encourage the City Council and City Residents to participate in the preservation of the natural environment and our way of life;
- e. Encourage representation on Council by individuals sympathetic to these objectives;
- f. Encourage young people to participate in the care of bush reserves;
- g. Encourage and support residents to take responsibility for local bush reserves; and
- h. Where requested, offer education to community groups and schools about indigenous flora and fauna.

3. Powers of the Association

- a. The NATURE RESERVES PRESERVATION GROUP INCORPORATED will be managed by the Executive Committee;
- b. The NATURE RESERVES PRESERVATION GROUP INCORPORATED may employ from time to time such persons as it considers necessary to fulfil its aims and objectives;
- c. The NATURE RESERVES PRESERVATION GROUP INCORPORATED may apply for, and receive grants and other funds from sources as may be available and seek and accept donations of either cash or goods;
- d. The NATURE RESERVES PRESERVATION GROUP INCORPORATED shall have the power to purchase, take on lease, hire or acquire and hold any property required for the pursuance of its objectives;
- e. The Executive Committee will have the power to co-opt advisory members whose presence will be of benefit to the NATURE RESERVES PRESERVATION GROUP INCORPORATED; and
- f. Those persons so co-opted shall not have voting powers.

Membership of the NATURE RESERVES PRESERVATION GROUP INCORPORATED

- a. Membership of the NATURE RESERVES PRESERVATION GROUP INCORPORATED is open to all members of the public resident within the City of Kalamunda and who support the objectives of the NATURE RESERVES PRESERVATION GROUP INCORPORATED;
- b. Membership of the NATURE RESERVES PRESERVATION GROUP INCORPORATED may be extended to those living outside the City of Kalamunda only with majority agreement of the Executive Committee;
- c. Applications for membership must be made on the NATURE RESERVES PRESERVATION GROUP INCORPORATED's application form and submitted to the Secretary along with the membership fee set out on the form;
- d. Applications for membership will be considered by the Executive Committee and the applicant informed of the outcome in a timely manner;
- e. An applicant for membership of the NATURE RESERVES PRESERVATION GROUP INCORPORATED becomes a member when:
 1. the Committee accepts the application; and
 2. the applicant pays the membership fee.
- f. In addition, membership applications submitted at the AGM will be effective upon receipt of payment of the annual membership fee as set at the NATURE RESERVES PRESERVATION GROUP INCORPORATED's Annual General Meeting;
- g. Membership is on an annual basis and ordinarily commences upon payment of the membership fee;
- h. Membership ceases immediately prior to the commencement of the AGM;
- i. Membership may be suspended or cancelled by the decision of the Executive Committee in the case of misconduct or acting in a way that is contrary to the objectives of the NATURE RESERVES PRESERVATION GROUP INCORPORATED. Such a decision shall be passed by a two thirds majority of the Executive Committee;
- j. Any member expelled from the NATURE RESERVES PRESERVATION GROUP INCORPORATED may appeal to a Special General Meeting called for that purpose; and
- k. Such a meeting will be called upon receipt by the Secretary of the written notification of Appeal from the appellant.

4. Register of Members

- a. The NATURE RESERVES PRESERVATION GROUP INCORPORATED will maintain both a paper and an electronic register of members that includes the name, residential, postal or email address of each member;
- b. The Secretary will be responsible for maintaining the register;
- c. This register will be made available for a member to inspect upon request.

5. The Annual Membership Fee

The annual membership fee is set by the Executive Committee at the AGM.

6. The Executive Committee

- a. The Executive Committee assumes the powers of the NATURE RESERVES PRESERVATION GROUP INCORPORATED on behalf of the Members;
- b. The Executive Committee is bound by all decisions made by resolution of the Members present, at either a Special General or an Annual General Meeting;
- c. The Executive Committee shall be elected at the Annual General Meeting and shall consist of:
 - a. The President;
 - b. Deputy President;
 - c. Secretary;
 - d. Treasurer; and
 - e. 1 – 5 ordinary Committee members.
- d. To be eligible to sit on the Committee the person must be an ordinary member who is at least 18 years old.

8. Electing a Committee Member

- a. A person can become a Committee member if they are elected at the AGM or appointed by the Committee to fill a casual vacancy;
- b. A person nominating for the Committee must submit a completed nomination form to the Secretary at least 28 days before the Annual General Meeting, with the election to be conducted at the Annual General Meeting.

9. Term of office of members of the Executive Committee

- a. The Committee member's term begins when the member is elected at the AGM and ends when the position is declared vacant at the next AGM.

10. The grounds on which, or reasons for which, the office of a member of the Executive Committee shall become vacant are:

- a. The person dies or ceases to be a member;
- b. The person resigns or is removed from the position;
- c. The person becomes ineligible to sit on the Committee under the *Act (Cl 7.6)*;
- d. The person becomes permanently unable because of a mental or physical disability; or
- e. The person fails to attend 3 consecutive Committee meetings without sending an apology.

11. Filling a casual vacancy on the Executive Committee

- a. The Committee may appoint an eligible member (an ordinary member who is at least 18 years old);
- b. If there are insufficient Committee members remaining to form a quorum, the Committee can act to appoint Committee members to fill the vacancies, or
- c. Call a general meeting so the members can make the appointments.

12. The Quorum of members of the Executive Committee shall be:

- a. In the case of an even number of members one half of the total number of the Committee members plus one;
- b. In the case of an odd number of members the next highest number greater than one half of the total number of Committee members.

13. Executive Committee Meeting Procedure

- a. Committee meetings must be held at least 3 times a year;
- b. All Committee members are to be given at least 48 hours' notice of any meeting;
- c. The President is responsible for presiding over all meetings of the NATURE RESERVES PRESERVATION GROUP INCORPORATED;
- d. In the event that the President is absent, the Deputy President shall preside;
- e. In the event where both officers are absent the meeting shall elect a President for the occasion;
- f. The President however elected will only have one vote and in the case of an equality of votes the status quo will be retained;
- g. Each Committee member present at the Committee meeting has one vote;
- h. The attendance of a committee member at an Executive Meeting need not be in person, but may be by instantaneous electronic means as approved by the Executive at a General Meeting;
- i. Decisions are carried by a majority;
- j. The President does not have the casting vote; and
- k. No member shall vote on an issue in which they have a pecuniary interest.

14. The making and keeping of records of the proceedings at meetings of the Executive Committee is the responsibility of the Secretary. The records must include:

- a. The names of the Executive Committee members present at the meeting;
- b. The name of any person attending the meeting by invitation;
- c. The business considered at the meeting;
- d. Any motion on which a vote is taken at the meeting and the result of the vote.

15. Quorum for all General meetings

- a. A quorum for all General Meetings will be no fewer than 10 ordinary financial members of the NATURE RESERVES PRESERVATION GROUP INCORPORATED;
- b. If a quorum cannot be achieved at a General Meeting, then any decisions taken may be ratified at a subsequent General Meeting that is quorate.

16. Meetings of the Executive Committee

- a. Meetings of the Executive Committee shall be held as frequently as required to carry out its functions and requirements, but in any event not less than once every two months.

17. Sub-Committees and Standing Committees

- a. The Executive Committee shall have the powers to form sub-Committees and or Standing Committees as and when required and to disband the same when no longer required.

18. Acts of Executive Committee and Sub-Committee

- a. All acts of the Executive Committee and sub-Committees or any member thereof or any office of the NATURE RESERVES PRESERVATION GROUP INCORPORATED, shall be deemed valid notwithstanding, that it may afterwards be discovered that some defect existed in the appointment of the Executive Committee, Sub-Committee or Standing Committee or any member thereof or the officer in question.

19. Procedure at General Meetings (eg AGMs and Special General Meetings)

- a. The President presides over and is responsible for the conduct of the meeting;

- b. A quorum for all General Meetings will be no fewer than 10 ordinary financial members of the NATURE RESERVES PRESERVATION GROUP INCORPORATED (per *clause 15* above);
- c. Voting is conducted by a show of hands;
- d. Each ordinary member has one vote and they may vote in person only; and
- e. The minutes for the meeting will be taken by the Secretary or a person authorised by the Committee;

20. Notification of, and voting at, a General Meeting

- a. All members of the NATURE RESERVES PRESERVATION GROUP INCORPORATED must receive notice of, and are entitled to attend any General Meeting;
- b. The Secretary must give all members at least 14 days' notice of a General Meeting;
- c. The Secretary must give at least 21 days' notice of a General Meeting if a special resolution is to be proposed;
- d. The notice must include details of each item of business to be considered at the meeting;
- e. The notice may be:
 - 1. Delivered by hand; or
 - 2. Sent by post; or
 - 3. Sent electronically (fax or email)
- f. Each ordinary member has full voting rights;
- g. As per clause 19d all members can vote at a General Meeting in person only.

21. Annual General Meeting (AGM)

- a. An Annual General Meeting will be held in March of each year;
- b. Such a meeting to be advertised in the Kalamunda local paper at least two weeks prior to it taking place;
- c. The advertisement/notice will set out the time and place of the meeting, and who can attend.

22. The AGM is held for the purpose of:

- a. The President reporting on the performance of the NATURE RESERVES PRESERVATION GROUP INCORPORATED for the preceding year;
- b. The Treasurer providing an audited financial report;
- c. The election of the President, Deputy President, Secretary, Treasurer, Committee members and the appointment of an Auditor for the ensuing year;
- d. The elected officers will assume their position upon completion of the Annual General meeting; and
- e. Any other business arising.

23. A Special General Meeting can be called if at least 20% of the members make such a request in writing to the Secretary clearly stating the business to be considered at the meeting.

- a. The Executive Committee must then call a meeting within 28 days of receipt of the request and inform all Members, in writing of:
 - 1. the date, time and place of the meeting; and
 - 2. the business to be considered.
- b. No other business may be conducted at the meeting other than that for which the meeting was called;
- c. The President presides over and is responsible for the conduct of the meeting;

- d. Voting is conducted by a show of hands;
- e. Each ordinary member has one vote and they may vote in person only;
- f. The minutes for the meeting will be taken by the Secretary or a person authorised by the Executive Committee;
- g. The meeting can be adjourned by the President if supported by the majority of members present;
- h. A quorum for a Special General Meeting will be no fewer than 10 financial members of the NATURE RESERVES PRESERVATION GROUP INCORPORATED;
- i. If a quorum cannot be achieved at a Special General Meeting, then any decisions taken may be ratified at a subsequent meeting that is quorate.

24. Accounts and Audit

- a. All banking of the NATURE RESERVES PRESERVATION GROUP INCORPORATED's moneys to be held in the accounts styled *Nature Reserves Preservation Group* at the branch of the bank or Building Society, or Credit Society so nominated by the Executive Committee;
- b. All NATURE RESERVES PRESERVATION GROUP INCORPORATED moneys to be deposited into the account within 5 days of receipt;
- c. All cheques, bills of exchange and other promissory notes to be signed by 2 Executive Committee members, or 1 Committee member + 1 person authorised by the Executive Committee;
- d. The Executive Committee shall cause proper accounts to be kept at all times and shall prepare and lay before the Annual General Meeting such profit and loss accounts and balance sheets as are applicable to the NATURE RESERVES PRESERVATION GROUP INCORPORATED;
- e. These accounts must be audited before being presented to an AGM;
- f. Financial statements shall be made available for each General Meeting;
- g. A properly qualified auditor or auditors shall be appointed at an Annual General Meeting;
- h. All records shall be kept in storage as a hard copy or electronically at or by the Treasurer for the statutory period;
- i. The financial year of the NATURE RESERVES PRESERVATION GROUP INCORPORATED shall be the twelve month period from March each year.

25. Altering and rescinding the Constitution or making additional Rules of the NATURE RESERVES PRESERVATION GROUP INCORPORATED

- a. The Constitution of the NATURE RESERVES PRESERVATION GROUP INCORPORATED may be altered by special resolution at a General Meeting;
- b. The Notification of the meeting must be in writing and include
 - 1. The date, time and place of the meeting;
 - 2. The full proposed resolution;
 - 3. A statement of the intention that the motion be proposed as a special resolution.
- c. The Quorum and meeting procedure will be as per Clause 15 above;
- d. A special resolution must be passed by at least 75% of the members present at a General Meeting.

26. Custody of NATURE RESERVES PRESERVATION GROUP INCORPORATED Books and Securities of the NATURE RESERVES PRESERVATION GROUP INCORPORATED

- a. The books and any securities of the NATURE RESERVES PRESERVATION GROUP INCORPORATED must be kept in the Secretary's custody or under the Secretary's control;
- b. The financial records and, as applicable, the financial statements or financial reports of the NATURE RESERVES PRESERVATION GROUP INCORPORATED must be kept in the Treasurer's custody or under the Treasurer's control; and
- c. The books of the NATURE RESERVES PRESERVATION GROUP INCORPORATED must be retained for at least 7 years.

27. Common Seal

- a. The NATURE RESERVES PRESERVATION GROUP INCORPORATED Seal is to be held by the Secretary, or another authorised Executive Committee member.

28. Inspection of Records

- a. Any member may, at any reasonable time, inspect without charge the books, documents, records and securities of the NATURE RESERVES PRESERVATION GROUP INCORPORATED.

29. Disputes within the NATURE RESERVES PRESERVATION GROUP INCORPORATED

- a. In the event of a dispute between members and the NATURE RESERVES PRESERVATION GROUP INCORPORATED the following procedures will be implemented:
 1. The parties to the dispute will try and resolve the issue themselves;
 2. If a resolution cannot be reached by the parties then the Committee is empowered to:
 - i. consider and determine the matter; or
 - ii. appoint a mediator to assist in the matter.

30. Dissolution of the NATURE RESERVES PRESERVATION GROUP INCORPORATED

- a. A Special General Meeting must be called for the purpose of dissolving the NATURE RESERVES PRESERVATION GROUP INCORPORATED;
- b. A motion approving the dissolution must be passed by 75% of the members present;
- c. Any such motion should include directions as to the distribution of the property of the NATURE RESERVES PRESERVATION GROUP INCORPORATED.

31. Distribution of surplus property following dissolution of the NATURE RESERVES PRESERVATION GROUP INCORPORATED

- a. Surplus property, in relation to the NATURE RESERVES PRESERVATION GROUP INCORPORATED, means property remaining after satisfaction of:
 1. The debts and liabilities of the NATURE RESERVES PRESERVATION GROUP INCORPORATED and the costs, charges and expenses of winding up or cancelling the incorporation of the Association but does not include books relating to the management of the Association;
- b. On the cancellation of the incorporation or the winding up of the NATURE RESERVES PRESERVATION GROUP INCORPORATED, its surplus property must be distributed to an incorporated organisation with similar aims as nominated by the members present or as determined by special resolution.

32. Public Statements

- a. Other than the President, members may not make public statements on behalf of the NATURE RESERVES PRESERVATION GROUP INCORPORATED unless authorised by the President or in his/her absence, the Vice-President.